

Joseph A. Field, OSB # 940710
Field Jerger LLP
Email: joe@fieldjerger.com
621 SW Morrison St. #1225
Portland, OR 97205
Tel. (503) 228-9115
Fax (503) 225-0276
Attorney for the Debtor

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF OREGON

In re:

Dr. Bott, LLC

Debtor.

Case No.: 14-32565-tmb11

DECLARATION OF ERIC PRENTICE
SUPPORTING DEBTOR'S JOINDER
IN MOTIONS TO APPOINT
CHAPTER 11 TRUSTEE

- 1) I am over the age of 18, am competent to testify and make these averments from my own knowledge and observations.
- 2) In 1999, Dr. Roderich Bott ("Dr. Bott") and I started the Oregon company Dr. Bott, LLC (the "Debtor"). Per the Debtor's LLC operating agreement, I have been the Debtor's managing member and managed its day to day operations since its inception.
- 3) I believe that I can better serve creditors' interests as a manager under the supervision of a chapter 11 trustee. This would buffer creditors' interests and me from the acrimony directed towards me at the LLC ownership level.
- 4) In my capacity as a 25% equity holder in the debtor, I request that the Bankruptcy Court grants the pending motions and orders the US Trustee to appoint a chapter 11 trustee.

5) The Debtor sells accessories for Apple products from approximately 150 suppliers to approximately 750 retailers in specific markets. The Debtor's consumer website is but a small part of the Debtor's business. The Debtor is almost exclusively a wholesale distributor. Many of the Debtor's creditors are small manufacturers of branded products for whom a trustee's liquidating auction or bulk sale would cause irreparable harm. This would result from price erosion on retailers' inventories, damage to products' perceived value in the marketplace, damaged retailer relations and consequential damage to the creditors.

6) The Debtor has cut down its staff from the sixty-four employees it had at the start of the year to its present staff level. Natural attrition from employees leaving a sinking ship should continue to reduce the Debtor's staff levels. The Debtor needs to efficiently sell its product for maximum dollar return in the proper channels of distribution. The Debtor will gladly work with a trustee to help the trustee determine the appropriate staff level required for the trustee's liquidation. The Debtor believes that it can conclude its need for employees by Labor Day, providing that contested inventory issues (consignments, bailments, product returns etc.) can be expediently resolved

7) Our management team and I are sensitive to creditor concerns and have the industry savvy and product knowledge to get the best financial return for their creditors while maintaining the value of the creditors' brands and products in the marketplace.

8) Day to day, the Debtor's staff must solicit orders, process orders, account for orders, pick product from the warehouse, package product, ship product, sweep floors, clean bathrooms, collect accounts receivable etc. In addition to the day to day operations, the Debtor is engaged in

the out of the ordinary course wind up activities of cataloging equipment and fixtures in preparation for sale.

9) While no party has requested any due diligence information from the Debtor or me on purchasing the Debtor as an ongoing concern, since the commencement of the Debtor's bankruptcy case, four parties have made inquiries (three directly to me), though I am not aware of their present level of interest, if any. The Debtor's attorney Joe Field's accompanying declaration contains information on the fourth inquiry.

10) I founded the Debtor's predecessor as a home occupation. The Debtor's business grew to over \$37 million in gross sales with seventy employees. Over the years, I have built strong relationships with the Debtor's suppliers and customers. I am keenly attuned to the Debtor's business and to its creditors' and its customers' needs. As a fiduciary and as soon to be unemployed head of household, I am highly committed and motivated to help efficiently wind up the Debtor.

11) I believe that I, along with our chief operating officer Mark Balsinger and our chief financial officer Mike Williams, CPA, CMA, CGMA, and our current employees are the best people to operate Dr. Bott, LLC during its chapter 11 liquidation. Our staff at Dr. Bott, LLC is highly experienced and despite the blows to morale from the state court litigation, remains highly motivated. Individually, we are all eager to maintain our excellent reputations and contacts in the industry so we may continue our careers

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12) I declare under penalty of perjury under the laws of the State of Oregon that the foregoing is true and correct.

Dated: June 16, 2014

Executed in Wilsonville, Oregon by:

/s/ Eric Prentice
Eric Prentice